

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

SMILEDIRECTCLUB, INC., *et al.*,

Debtors.

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)  
) Chapter 7

) (Previously Chapter 11)

) Case No. 23-90786 (CML)

) (Jointly Administered)  
)  
)

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**DECLARATION OF NICHOLAS A. POLI  
IN SUPPORT OF NON-PARTY ORRICK, HERRINGTON & SUTCLIFFE LLP’S  
OPPOSITION TO THE INSIDER DEFENDANTS’ EMERGENCY MOTION TO  
COMPEL**

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I, Nicholas A. Poli, hereby declare as follows:

1. I am a partner at the law firm of Orrick, Herrington & Sutcliffe LLP (“Orrick”), 51 West 52nd Street, New York, New York, 10019-6142, and have been duly admitted to practice in the State of New York.

2. I submit this declaration in support of Orrick’s *Opposition to the Insider Defendants’ Emergency Motion to Compel* (“Opposition”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. Attached hereto as Exhibit A is a true and correct copy of the Master Services Agreement by and between Legility, LLC (now Consilio, LLC) and SmileDirectClub, LLC, dated February 26, 2019, from the files of Allison D. Byman, the Chapter 7 Trustee of the jointly-administered bankruptcy estates of SmileDirectClub, Inc. and the affiliated debtor.

*[Remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ *Nicholas A. Poli*

Nicholas A. Poli

Executed on January 29, 2025, in New York City, New York

**CERTIFICATE OF SERVICE**

I hereby certify that on the 29<sup>th</sup> day of January 2025, I caused a true and correct copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on all parties receiving ECF notice.

/s/ Ryan C. Wooten

Ryan C. Wooten